

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

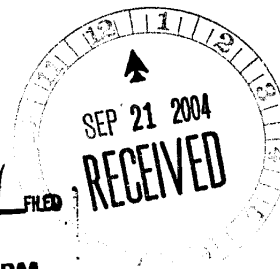
Tel 847 318-7575
Fax 847 318-7588

RECORDATION NO. 21456-H FILED

SEP 22 '04

3-09 PM

SURFACE TRANSPORTATION BOARD



VIA UPS NEXT DAY AIR

September 17, 2004

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated July 15, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 21456.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Allied Enterprises, Inc.
306 E. Emma
Springdale, AZ 72764

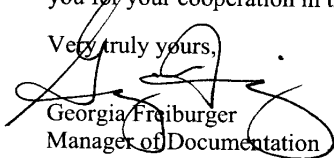
A description of the railroad equipment covered by the enclosed document is ten (10) open top hopper cars, with FURX marks (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures
(ALEN018)

RECORDATION NO.

MEMORANDUM OF LEASE

SEP 22 '04

3-09 PM

SURFACE TRANSPORTATION BOARD

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 1, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 16 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 1, 2004, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: US

Name:

Title:

By Theresa Catapano

Name: THERESA CATAPANO

Title MGR. OF DOCUMENTATION Executed on this 15th day of July, 2004.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROK, a Notary Public of the County and State aforesaid, certify that _____ personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15th day of July, 2004.

Susan Grakowsky
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

ALLIED ENTERPRISES, INC.

By: G. BRENT McCREADY

Name: G. Brent McCreedy

Title: President

ATTEST:

By: Jerome P. Lipka

Name: JEROME P. LIPKA

Title: CFO

Executed on this 9th day of July, 2004.

[CORPORATE SEAL]

STATE OF Arkansas

COUNTY OF Washington

I, Maria Andreadis, a Notary Public of the County and State aforesaid, certify that G. Brent McCreedy personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of July, 2004.

Maria Andreadis
Notary Public

Commission Expires:

July 15, 2008
(Notary Public)

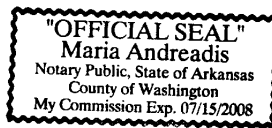


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Ten (10)

DESCRIPTION OF CARS: Open Top Hopper Cars – 2 pocket, 45 degree angle slope sheet

CAR NUMBERS: FURX 910000, FURX 910003, FURX 910007, FURX 910010, FURX 910011,
FURX 910012, FURX 910013, FURX 910017, FURX 910020 and FURX 910025